



P48000069141

ACCOUNT NO. : 072100000032

REFERENCE : 919957 86723A

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 122.50

ORDER DATE : August 7, 1998

ORDER TIME : 10:04 AM

ORDER NO. : 919957-005

CUSTOMER NO: 86723A

CUSTOMER: David L. Foster, Esq
FOSTER & FOSTER

555 Fourth Street North

500002610395--7

Saint Petersburg, FL 33701

DOMESTIC FILING

NAME: FRANOSZ INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Abby Capaz

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -7 PM 2:05

RECEIVED
98 AUG -7 AM 10:38
DIVISION OF CORPORATION

8-7-98

ARTICLES OF INCORPORATION
OF
FRANOSZ INTERNATIONAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -7 PM 2:05

The undersigned hereby adopts these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, provisions and immunities of a corporation for profit.

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ARTICLE II - NAME

The name of the corporation shall be: FRANOSZ INTERNATIONAL, INC.

ARTICLE III - DURATION

The corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This corporation is organized for the following purposes: To own and operate motels, hotels, apartments and other real estate for rental purposes; to rent and lease rooms, apartments and other accommodations to the public; to purchase, or lease, or otherwise acquire any interest in real and personal property of every kind, or character; to enter into, make, perform, and carry out contracts of every kind, for any lawful purpose; to sell, or lease, or mortgage, or otherwise dispose of any real or personal property it owns, or any interest therein; and in general, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description, and to engage in and transact any and all lawful businesses for which corporations may be incorporated under the laws of the State of Florida, except that it shall not conduct a banking, safe deposit, trust, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

ARTICLE V - CAPITAL STOCK

The total number of shares authorized to be issued shall be 10,000 shares of common stock with a par value of \$1.00 per share, all of one class, participating voting stock. The consideration for said stock shall be paid for in lawful money of the United States of America, or in property, services, or labor rendered at a just valuation thereof, such valuation to be fixed by the stockholders. All such shares so issued, when the consideration therefore has been paid or delivered, shall be fully paid stock, and it shall not be liable for any further calls or assessments thereon.

ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION

The principal office and mailing address for the Corporation shall be:

3512 US Highway 41 North, Palmetto, Florida 34221

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 3512 US Highway 41 North, Palmetto, Florida 34221, and the name of the initial registered agent of the corporation at that address is ANDREW T. FRANOSZ.

ARTICLE VIII - INCORPORATORS AND INITIAL STOCKHOLDERS

The names and addresses of the incorporators and initial stockholders of this corporation are:

HELENA FRANOSZ
621 Lantern Ridge Drive
Winston-Salem, North Carolina 27104

ANDREW T. FRANOSZ
3512 US Highway 41 North
Palmetto, Florida 34221

ARTICLE IX - INITIAL DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be changed from time to time by the stockholders. The names and addresses of the initial directors of this corporation are:

HELENA FRANOSZ
621 Lantern Ridge Drive
Winston-Salem, North Carolina 27104

ANDREW T. FRANOSZ
3512 US Highway 41 North
Palmetto, Florida 34221

Said directors shall hold office until their successors are duly elected by the stockholders.

ARTICLE X - INITIAL OFFICERS

The business of this corporation shall be conducted by a President, Secretary and Treasurer, and such other officers as may be elected by the Directors, in the manner provided in the by-laws of the corporation. Any person may hold any two or more offices. The names and addresses of the initial officers of this corporation are:

HELENA FRANOSZ - President
621 Lantern Ridge Drive
Winston-Salem, North Carolina 27104

ANDREW T. FRANOSZ - Secretary and Treasurer
3512 US Highway 41 North
Palmetto, Florida 34221

BRITTA FRANOSZ - Assistant Secretary and Treasurer
3512 US Highway 41 North
Palmetto, Florida 34221

Said officers shall hold office until their successors are duly elected by the directors.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the stockholders.

ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended by the stockholders in the manner provided by law.

FRANOSZ INTERNATIONAL, INC.

Articles of Incorporation

Page Five

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of August, 1998.

Helene Franosz (SEAL)
HELENA FRANOSZ

Andrew T. Franosz (SEAL)
ANDREW T. FRANOSZ

INCORPORATORS

ACCEPTANCE BY REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation beginning this 5th day of August, 1998.

Andrew T. Franosz (SEAL)
ANDREW T. FRANOSZ

REGISTERED AGENT

STATE OF NORTH CAROLINA
COUNTY OF Forsyth

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared HELENA FRANOSZ and ANDREW T. FRANOSZ, who are personally known to me and known to me to be the persons described in and who executed the foregoing ARTICLES OF INCORPORATION of FRANOSZ INTERNATIONAL, INC., as the Incorporators and ANDREW T. FRANOSZ, as the Registered Agent of said corporation, who after being by me first duly sworn depose and say that the statements contained in said instrument are true and he acknowledged that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of August, 1998.

Notary Public: (Signature) Tamela L. Pace

Name: (Print) Tamela L. Pace

My Notary Stamp or Seal:

My Commission Expires: 1-26-2003

